

Otonomy, Inc.
Form 3
August 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Cayer Paul E

(Last) (First) (Middle)

C/O OTONOMY, INC.,Â 6275
NANCY RIDGE DRIVE

(Street)

SAN DIEGO,Â CAÂ 92121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/12/2014

3. Issuer Name and Ticker or Trading Symbol
Otonomy, Inc. [OTIC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
CFO/Ch. Business Officer & Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

7,110

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/16/2020	Common Stock	8,532	\$ 2.82	D	Â
Employee Stock Option (right to buy)	Â (2)	11/19/2020	Common Stock	29,863	\$ 3.17	D	Â
Employee Stock Option (right to buy)	Â (3)	09/18/2022	Common Stock	19,908	\$ 1.06	D	Â
Employee Stock Option (right to buy)	Â (4)	12/20/2023	Common Stock	141,541	\$ 1.76	D	Â
Employee Stock Option (right to buy)	Â (5)	06/03/2024	Common Stock	85,039	\$ 6.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cayer Paul E C/O OTONOMY, INC. 6275 NANCY RIDGE DRIVE SAN DIEGO, CA 92121	Â	Â	Â CFO/Ch. Business Officer & Sec.	Â

Signatures

/s/ Paul E. Cayer 08/12/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) One-fourth of the shares subject to the option vested on June 16, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (2) One-fourth of the shares subject to the option vested on November 19, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (3) One-fourth of the shares subject to the option vested on September 18, 2013 and one forty-eighth of the shares vest monthly thereafter.
- (4) One-fourth of the shares subject to the option vest on September 1, 2014 and one forty-eighth of the shares vest monthly thereafter.
- (5) One-fourth of the shares subject to the option vest on April 23, 2015 and one forty-eighth of the shares vest monthly thereafter.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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